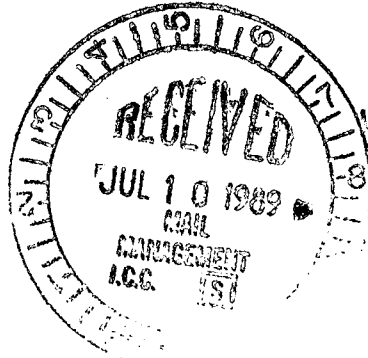


The Kansas City Southern Railway Company
Louisiana & Arkansas Railway Company

301 West 11th Street, Kansas City, Missouri 64105

ROBERT E. ZIMMERMAN
Senior Vice President — Law



7298-A
JUL 11 1989 12 15 PM
INTERSTATE COMMERCE COMMISSION

July 5, 1989

9-192A061

816 556 0303

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Release of Equipment Covered by Conditional
Sale Agreement dated as of January 15,
1974, between GENERAL MOTORS CORPORATION
(Electro-Motive Division) and THE KANSAS
CITY SOUTHERN RAILWAY COMPANY *Revol 7298*

Dear Ms. McGee:

Pursuant to 49 U.S.C. 11303 and to the Commission's Rules and Regulations thereunder, as amended, The Kansas City Southern Railway Company transmits herewith five completely executed counterparts of a Bill of Sale and Release of twenty (20) locomotives covered by the above Conditional Sale Agreement and Assignment (said Assignment being to Chemical Bank) and requests the filing and recording of said Bill of Sale and Release with the Interstate Commerce Commission.

In accordance with section 1116.4 of Title 49 of the Code of Federal Regulations, the following information is submitted:

- (1) The names and addresses of the parties to the Conditional Sale Agreement and Assignment are as follows:

Manufacturer: GENERAL MOTORS CORPORATION
(Electro-Motive Division)
LaGrange Illinois 60525

Purchaser: The Kansas City Southern Railway
Company
114 West 11th Street
Kansas City, Missouri 64105

- (2) The names and addresses of the parties to the Assignment are as follows:

Manufacturer: GENERAL MOTORS CORPORATION
(Electro-Motive Division)
LaGrange, Illinois 60525

Assignee: Chemical Bank
55 Water Street
New York, New York 10041

- (3) The equipment covered by the Bill of Sale and Release consists of the following

<u>Type</u>	<u>Quantity</u>	<u>Railroad Road Nos.</u>
GP-38-2 2000 H.P. Locomotives	10	4000 to 4009 (Inclusive)
SD-40-2 (Conventional) 3000 H.P. Locomotives	4	657 to 660 (Inclusive)
SD-40-2 (Lead) 3000 H.P. Locomotives	3	661 to 663 (Inclusive)
SD-40-2 (Remote) 300 H.P. Locomotives	3	664 to 666 (Inclusive)

There is also enclosed a voucher of The Kansas City Southern Railway Company in the amount of \$13.00 in payment of the required recordation fee. The name of the person to whom five copies of the enclosed Bill of Sale and Release bearing Recordation stamp should be sent is as follows:

Robert E. Zimmerman, Esq.
Sr. Vice President-Law
The Kansas City Southern Railway Company
114 West 11th Street
Kansas City, MO 64105

I hereby certify that I have knowledge of the matters set forth herein.

Sincerely yours,



Robert E. Zimmerman

REZ:i
Enc.

Interstate Commerce Commission
Washington, D.C. 20423

7/13/89

OFFICE OF THE SECRETARY

Robert E. Zimmerman
The Kansas City Southern Railway Co.
301 West 11th Street
Kansas City Missouri 64105

Dear: Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/11/89 , at 12:45pm , and assigned recordation number(s). 7298-A

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO

7298-14
FILED 1423

BILL OF SALE

JUL 11 1989 - 12 15 PM

and

INTERSTATE COMMERCE COMMISSION

RELEASE

From

CHEMICAL BANK,

as Agent

of

EQUIPMENT COVERED BY

CONDITIONAL SALE AGREEMENT

DATED AS OF JANUARY 15, 1974

Between

GENERAL MOTORS CORPORATION
(Electro-Motive Division)

and

KANSAS CITY SOUTHERN RAILWAY COMPANY

BILL OF SALE

AND

RELEASE

KNOW ALL MEN BY THESE PRESENTS:

CHEMICAL BANK, as Agent, a New York Corporation (hereinafter called the Assignee), does hereby acknowledge and declare that:

(1) Pursuant to an Agreement and Assignment dated as of January 15, 1974, it is the Assignee for a valuable consideration of all and singular the right, title and interest of GENERAL MOTORS CORPORATION (Electro-Motive Division), a Delaware corporation (hereinafter called the Manufacturer), in, under and to a Conditional Sale Agreement dated as of January 15, 1974, by and between the Manufacturer and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation (hereinafter called the Railroad), covering the construction, sale and delivery by the Manufacturer to the Railroad of the following railroad equipment:

- | | | |
|----|------------------------|--|
| 10 | GP-38-2 | 2000 H.P. Locomotives, bearing Railroad Road Numbers 4000 to 4009, inclusive |
| 4 | SD-40-2 (Conventional) | 3000 H.P. Locomotives, bearing Railroad Road Numbers 657 to 660, inclusive |
| 3 | SD-40-2 (Lead) | 3000 H.P. Locomotives, bearing Railroad Road Numbers 661 to 663, inclusive |
| 3 | SD-40-2 (Remote) | 3000 H.P. Locomotives, bearing Railroad Road Numbers 664 to 666, inclusive |

which Conditional Sale Agreement and Agreement and Assignment, pursuant to 49 U.S.C. 11303 were filed and recorded with the Interstate Commerce Commission on January 14, 1974, and assigned Recordation No. 7298.

(2) All and singular the terms and conditions of said Conditional Sale Agreement to be by the Railroad done, carried out, complied with, and performed, including payment of the purchase price of the above-described railroad equipment, with interest thereon, have been duly done, carried out, complied with and performed; and

(3) The Assignee hereby releases the above-described railroad equipment from liens and encumbrances created or retained in or by said Conditional Sale Agreement, or in said Agreement and Assignment.

The Assignee, in consideration of the sum of ONE DOLLAR (\$1.00) and other good and valuable consideration paid by the Railroad at or before the execution and delivery of these presents, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set-over unto the Railroad, its successors and assigns, the above-described railroad equipment.

To have and to hold all the singular the above described railroad equipment to the Railroad, its successors and assigns, for its and their own use and behoof forever.

IN WITNESS WHEREOF, the Assignee has caused this

instrument to be executed by its undersigned officers, and its corporate seal to be hereunto affixed, duly attested, this 22ND day of JUNE, 1989.

CHEMICAL BANK

By R. Lorenzen
R. LORENZEN SENIOR TRUST OFFICER

ATTEST:

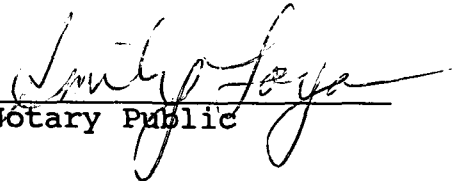
M. J. [Signature]
Its Trust Officer

STATE OF NEW YORK]

ss.

COUNTY OF NEW YORK]

On this 22ND day of JUNE, 1989, before me personally appeared R. LORENZEN, to me personally known, who, being duly sworn, says that he is a SENIOR TRUST OFFICER of CHEMICAL BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

EMILY FAYAN
Notary Public, State of New York
NO. 24-4737006
Qualified in Kings County
Certificate filed in New York County
Commission Expires December 31, 1989